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ARTICLE 3. PARTIES TO THE AGREEMENT

FED MARITIME COMM
BUR OF ECON & AGMT ANAL
The Members of the Association are:

BERNUTH LINES, LTD.
3201 N.W. 24th Street Road
Miami, Florida 33142
Nationality: Grand Cayman Island

CROWLEY AMERICAN TRANSPORT, INC
9487 Regency Square Blvd.
P.O. Box 2110
Jacksonville, FL 32203-2110
Nationality: Delaware

CARIBBEAN GENERAL MARITIME LTD.
(CAGEMA)
Dr. Monroe Bldg, Brazil Street, Box 288
Castries, St. Lucia
Nationality: St. Lucia

CGM INTERLINE CONNECTION, NV
BP 680 Rue General de Gaulle
Marigot, St. Martin, 97150
French West Indies
Nationality: Puerto Rico

KENT LINE INTERNATIONAL LIMITED
P.O. Box 66, 300 Union Street
Saint John, New Brunswick
Canada, E2L 3X1
Nationality: Canada

KING OCEAN SERVICES, S.A.
7570 Northwest 14th Street
Miami, Florida 33126
Nationality: Panama

A.P. MOLLER/MAERSK LINE
Esplanaden 50
DK-1096 Copenhagen K
Denmark
Nationality: Denmark

NPR, INC. d/b/a NAVIERAS
212 Fernwood Avenue
Edison, NJ 08837
Nationality: Delaware

SEABOARD MARINE, LTD.
8050 NW 79 Avenue
Miami, Florida 33166
Nationality: Liberia

SEAFREIGHT LINE, LTD.
2800 NW 105 Avenue
Miami, Florida 33172
Nationality: Florida

TECMARINE LINES, INC.
9900 N.W. 25th Street
Miami, Florida 33172
Nationality: Florida

TROPICAL SHIPPING &
CONSTRUCTION CO., LTD.
821 Avenue "E"
Riviera Beach, Florida 33404
Nationality: Bahamas



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ARTICLE 3. PARTIES TO THE AGREEMENT

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BUR OF ECON & AGMT ANAL
The Members of the Association (members) are:

BERNUTH LINES, LTD.
3201 N.W. 24th Street Road
Miami, Florida 33142
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CROWLEY AMERICAN TRANSPORT, INC
9487 Regency Square Blvd.
P.O. Box 2110
Jacksonville, FL 32203-2110
Nationality: Delaware

CARIBBEAN GENERAL MARITIME LTD.
d/b/a Cari Freight Shipping (CAGEMA)
Dr. Monroe Bldg, Brazil Street, Box 288
Castries, St. Lucia
Nationality: St. Lucia

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BP 680 Rue General de Gaulle
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TROPICAL SHIPPING &
CONSTRUCTION CO., LTD.
821 Avenue "E"
Riviera Beach, Florida 33404
Nationality: Bahamas

ARTICLE 8. VOTING PROCEDURES

Decisions reached by mutual agreement shall be by mutual agreement of all members entitled to vote, it being fully understood that no member is required to adhere, other than voluntary, to any decision reached. A member of a voting Section as defined herein not providing an active service within a Trade in that Section, will not be entitled to vote on any matter relating to that Trade during the period of the member's non-service. Any discussions between or among any two or more members of a voting Section in which they are entitled to vote, in which agreements are reached, shall be by mutual agreement of those members participating, it being fully understood that no member is required to adhere, other than voluntary, to any decision reached.

The Association membership is:

Section 1 (Leeward/Windward Islands & Trinidad to/from Continental United States)

Bernuth Lines, Ltd.	A.P. Moller/Maersk Line
Caribbean General Maritime Ltd. (CAGEMA)	NPR, Inc. d/b/a Navieras
Crowley American Transport, Inc.	Seaboard Marine, Ltd.
CGM Interline Connection, NV	Seafreight Line, Ltd.
Kent Line International Limited	Tecmarine Lines, Inc.
King Ocean Services, S.A.	Tropical Shipping & Construction Co., Ltd.

Section 2 (Leeward/Windward Islands & Trinidad to/from Puerto Rico)

Caribbean General Maritime Ltd. (CAGEMA)
Crowley American Transport, Inc.
CGM Interline Connection, NV
Kent Line International Limited
NPR, Inc. d/b/a Navieras
Tecmarine Lines, Inc.
Tropical Shipping & Construction Co., Ltd.

Section 3 (Guyana and Suriname to/from Continental United States)

Bernuth Lines, Ltd.
Caribbean General Maritime Ltd. (CAGEMA)
Kent Line International Limited
King Ocean Services, S.A.
A.P. Moller/Maersk Line
Seafreight Line, Ltd.
Tecmarine Lines, Inc.

Section 4 (Haiti to/from Continental U.S.)

Section 5 (Jamaica to/from Continental U.S.)

ARTICLE 8.

VOTING PROCEDURES

Decisions reached under this Agreement shall be by mutual agreement of all members entitled to vote, it being fully understood that no member is required to adhere, other than voluntary, to any decision reached. A member of a voting Section as defined herein not providing an active service within a Trade in that Section, will not be entitled to vote on any matter relating to that Trade during the period of the member's non-service. Any discussions between or among any two or more members of a voting Section in which they are entitled to vote, in which agreements are reached, shall be by mutual agreement of those members participating, it being fully understood that no member is required to adhere, other than voluntary, to any decision reached.

The Association membership is:

Section 1 (Leeward/Windward Islands & Trinidad to/from Continental United States)

Bernuth Lines, Ltd.	<u>A.P. Moller/Maersk Line</u>
Caribbean General Maritime Ltd.-d/b/a (CAGEMA)	NPR, Inc. d/b/a Navieras
Crowley American Transport, Inc.	Seaboard Marine, Ltd.
<u>CGM</u> Interline Connection, NV	SeaFreight Line, Ltd.
Kent Line International Limited	Tecmarine Lines, Inc.
King Ocean Services, S.A.	Tropical Shipping & Construction Co., Ltd.

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A.P. Moller/Maersk Line
Seafreight Line, Ltd.
Tecmarine Lines, Inc.

Section 4 (Haiti to/from Continental U.S.)

Section 5 (Jamaica to/from Continental U.S.)

IN WITNESS WHEREOF, the Members have executed these revisions to Article 3, Article 4, and Article 8 as of this 8 Day of April 1999.

BERNUTH LINES, LTD.

By: Philip Busby
Philip F. Busby, Executive Director

CROWLEY AMERICAN TRANSPORT, INC.

By: Philip Busby
Philip F. Busby, Executive Director

CARIBBEAN GENERAL MARITIME LTD.
d/b/a CAGEMA

By: Philip Busby
Philip F. Busby, Executive Director

INTERLINE CONNECTION, NV

By: Philip Busby
Philip F. Busby, Executive Director

KENT LINE INTERNATIONAL LIMITED

By: Philip Busby
Philip F. Busby, Executive Director

KING OCEAN SERVICES, S.A.

By: Philip Busby
Philip F. Busby, Executive Director

NPR, INC. d/b/a NAVIERAS

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By: Philip Busby
Philip F. Busby, Executive Director

SEAFREIGHT LINE, LTD.

By: Philip Busby
Philip F. Busby, Executive Director

TECMARINE LINES, INC.

By: Philip Busby
Philip F. Busby, Executive Director

TROPICAL SHIPPING & CONSTRUCTION CO., LTD.

By: Philip Busby
Philip F. Busby, Executive Director

CARIBBEAN SHIPOWNERS ASSOCIATION
FMC Agreement No. 202-010979

In witness whereof, the member has caused this agreement to be executed below
by its duly authorized representative this 7th day of April, 1999.

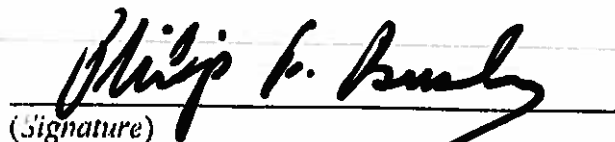
A.P. MOLLER/MAERSK LINE

Nationality (State or Country of Incorporation): DENMARK


(Signature)

Please Print Name: Kim Gadegaard Title: Vice President

CARIBBEAN SHIPOWNERS ASSOCIATION


(Signature)

Philip F. Busby, Executive Director

FMC Agreement No.: 010979-033 Effective Date: Monday, April 12, 1999
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